

EXHIBIT E

BROWNFIELD PARTNERS, LLC

Stuart L. Miner
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Environmental Consultants to the Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	
f/k/a General Motors Corp., <i>et al.</i>	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
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CERTIFICATION OF STUART L. MINER

I, Stuart L. Miner certify as follows:

1. I am a partner of Brownfield Partners, LLC (“Brownfield Partners”). I submit this certification with respect to the Fifth Interim and Final Application (the “Fifth and Final Fee Application”) of Brownfield Partners, environmental consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith during the (i) Fifth Interim Period of October 1, 2010 through March 29, 2011; and (ii) Final Fee Period of June 1, 2009 through March 29, 2011

2. I make this certification in accordance with General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on November 25,

2009 (the "Local Guidelines") and United States Trustee Fee Guidelines ("UST Guidelines"). In connection with the Local Guidelines and the UST Guidelines, I hereby certify that:

- a. I have read the Fifth and Final Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fifth and Final Fee Application fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are charged in accordance with practices customarily employed by Brownfield Partners and generally accepted by Brownfield Partners' clients; and
- d. in providing a reimbursable service, Brownfield Partners does not make a profit on that service, whether the service is performed by Brownfield Partners in-house or through a third party.

3. As required by Section A. 2 of the Local Guidelines, I certify that all of Brownfield Partners' Monthly Statements were sent to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors' Committee; and (iv) Office of the United States Trustee for the Southern District of New York.

4. As required by Section A. 3 of the Local Guidelines, I certify that (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors' Committee; and (iv) Office of the United States Trustee for the Southern District of New York will each be provided with a copy of this Fifth and Final Fee Application at least fourteen (14) days in advance of the hearing to consider the Fifth and Final Fee Application.

Dated: Denver, Colorado
May 12, 2011

/s/ Stuart L. Miner
Stuart L. Miner, Partner